



Interoffice Memorandum

To: All EES Employees

From: Dave Delainey, Chairman and CEO

Department: Office of the Chairman

Subject: Various

Date: March 13, 2001

Effective May 1, 2001, Tom White will be retiring from EES and Enron Corp after eleven years of service. We all thank Tom for his significant contribution to the building of EES and wish him all the best in the future.

In light of this change and in the interest of clarifying roles, reducing ambiguity and increasing focus, I felt it necessary to restructure the EES Office of the Chairman. Effective immediately, Marty Sunde, currently President - Global Marketing Services will assume the office of Vice Chairman of EES. Dan Leff, currently President - Energy Services will assume the office of Chief Operating Officer of EES. Janet Dietrich, currently COO, will assume the office of President.

Essentially, Janet and Dan will focus on the tactical day to day operations of the company necessary to reaching our financial and operating objectives.

a) Specifically, Dan will manage:

- Our efforts towards reaching our target cost structure;
- Any cost approvals such as customer entertainment, consultant contracts, etc. as per the earlier "approval" e-mail;
- The profit and loss statement and progress towards quarterly targets in coordination with Janet;
- The day to day operations of our asset based groups including Delivery and Execution, NEPCO, EE&CC and BFS;
- Our tactical day to day legal and human resources issues.

b) Specifically, Janet will manage:

- Overall responsibility for meeting EES objectives with regards to profit and loss statement, balance sheet and other specific goals and objectives;
- Overall responsibility for the deal pipeline and all tactical marketing efforts;
- The DASH process and deal approvals as per the earlier "approvals" e-mail.
- All EES risk books, the Risk Management and Sourcing Group and general EES risk policy;
- All back office functions;
- All IT initiatives;
- Our finance, credit and RAC initiatives and issues;
- Our day to day tactical regulatory initiatives and issues; and
- Our European operations with Matthew.

Marty and I will focus on the commercial/market facing activities of the company and general strategy; however, I will be involved via Janet and Dan in deal approvals, risk positions, progress towards corporate targets, overall legal, human resource, general risk, regulatory and IT corporate policy. As well, I will be taking the lead in managing our New Business

Respect

Integrity

Communication

Excellence

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Page 2

Ventures group with Mark. I have asked Marty to become far more involved and to represent the EES Office of the Chairman, in the customer facing and sales process to help build even more momentum in our deal pipeline for the

commodity and GNO business. I have also asked Marty, in conjunction with me, to take the lead in building commercial traction more quickly in EES's now market initiatives, such as our mass-market opportunity.

I look forward to discussing these changes, plus numerous other strategies and opportunities facing EES in 2001 at the All Employee Meeting on March 27th. See you there.